



***ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING***

***1<sup>st</sup> JULY 2011***

***NOTICE OF SHAREHOLDERS' MEETING***

ATOS ORIGIN – River Ouest, 80 Quai Voltaire – 95870 BEZONS (in the Auditorium)

English version provided for translation purposes only  
In case of contradiction, French version shall prevail

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## **ATOS ORIGIN**

French public limited Company with issued capital of Euros 69,976,601  
Governed by a Board of Directors  
Headquarters: River Ouest – 80 Quai Voltaire – 95870 BEZONS (France)  
Registered number: 323.623.603 RCS PONTOISE

# **1. NOTICE OF SHAREHOLDERS' MEETING**

Shareholders are called to attend, **on first notice**, an Ordinary and Extraordinary Shareholders' Meeting which will be held **on Friday 1st July 2011 at 9.30 am, at the headquarters of the Company, River Ouest – 80 Quai Voltaire – 95870 BEZONS (in the Auditorium)**.

The agenda shall be the following:

### **Agenda**

#### **Extraordinary items:**

- *Report of the Board of Directors on the resolutions submitted to the Extraordinary General Meeting and on the prospectus approved by the Autorité des Marchés Financiers (AMF), attached to this report*
- *Contribution appraiser's report on the valuation of the contribution and its remuneration*
- *Special reports of the auditors*
- *Approval of the contribution in kind from Siemens Beteiligungen Inland GmbH of one share of Siemens IT Solutions and Services GmbH, of the valuation of the contribution, of the related contribution agreement, of the remuneration of the contribution and the corresponding increase in capital and delegation of authority to the Board of Directors of the Company to acknowledge the final completion of the capital increase and to amend the articles of association of the Company accordingly*
- *Approval to issue, within the partnership between the Company and Siemens, bonds convertible and/or exchangeable into new or existing shares (OCEANE) with the removal of the preferential subscription right of shareholders for the benefit of a specific beneficiary*
- *Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees of the Company and its associated companies*
- *Delegation of authority granted to the Board of Directors for the purpose of granting free shares to the benefit of the employees and legal representatives of the Company and its associated companies*
- *Change of company name – amendment of Article 3 (Company's Name) of the articles of association*

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- *Amendment of Article 10 (Statutory statement of thresholds exceeding) and Article 28 (Common rules to all shareholders' meetings) of the articles of association*

**Ordinary items:**

- *Report of the Board of Directors on the resolutions submitted to the Ordinary General Meeting*
- *Appointment of Dr. Roland Emil Busch as member of the Board of Directors*
- *Powers*

The Board of Directors

## HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

Any shareholder may participate in the meeting, regardless of the number of shares owned either:

- by participating personally;
- by voting by post;
- by being represented or by granting power of representation to the Chairman of the general meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice in the conditions provided for in Article L. 225-106 of the French Commercial Code, or without naming a proxy. It is specified that for any power of representation without the name of a proxy, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted and approved by the Board of Directors, and a vote against adopting any other draft resolutions.

### **In order to participate in the Meeting:**

- the owners of registered shares shall be registered in the shareholder's name at least on the third business day prior to the meeting, i.e. on 28 June 2011, at 0.00 Paris time: there are no further registration formalities to fulfill and shareholders shall be admitted upon simple justification of their identity;
- the owners of bearer shares shall justify their identity and their capacity as shareholder on the third business day prior to the meeting, i.e. on 28 June 2011, at 0.00 Paris time by sending to the Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 03 or to Atos Origin, Legal Department, River Ouest – 80 quai Voltaire, 95870 Bezons, a certificate justifying their ownership of the shares (“*Attestation de participation*”) delivered by their bank or broker.

### **The shareholders who personally wish to participate in the Meeting may ask for an admission card in the following conditions:**

1. for the owners of registered shares: send the attached form (**tick the A box**, date and sign the bottom of the form) or present themselves directly to the appropriate stand with their identity card;
2. for the owners of bearer shares: ask their bank or broker for an admission card to be issued to them.

Shareholders who have not received their admission cards within a period of three days prior to the shareholders' meeting, or for enquiries on the processing of their admission cards, should feel free to contact the Société Générale's dedicated operators at 0.825.315.315 (cost: 0.125€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France.

**The shareholders who will not be able to attend the Meeting can:**

1. be represented by a proxy, by their spouse or partner with whom a civil solidarity pact was concluded, coming with a duly signed and filled proxy, or by the Chairman; or
2. address to the Company a blank proxy without a name; or
3. vote by post pursuant to Article L. 225-107 of the French Commercial Code and applicable implementation decrees.

By using the attached form, the shareholders may therefore choose one of the three following options:

- Give proxy to the Chairman: please **tick the B box**, date and sign the bottom form.
- Vote by post : please **tick the B box and the left hand box** according to the choice:
  - Vote “For” the resolutions proposed by the Board of Directors to the general meeting by simply ticking the B box and the left hand box.
  - Vote “Against” or “Abstention” on one or several resolutions, by shading the relevant box(es).
  - Vote on the draft resolutions which have not been approved by the Board of Directors, by shading the relevant box(es).

The shareholders are also able to express their wish in the case where amendments or new resolutions would be proposed during the meeting, by ticking the relevant box(es):

- Either by giving proxy to the Chairman to vote in your name;
  - Or by abstaining (which will be equivalent to a vote against),
  - Or by giving proxy to another shareholder to vote in your name and by identifying their name.
- Give proxy to another person (whether a natural or a legal person) or to their spouse or partner with whom a civil solidarity pact was concluded: please **tick the B box**, and give the name and details of the person in the right hand box, **tick the right hand box**, date and sign the bottom of the form.

Pursuant to Article R. 225-79 of the French Commercial Code, the forms of designation or revocation of proxy may be sent by electronic mail according to the following rules:

- the owners of registered shares must send as an attachment to their email, with an electronic signature, obtained by them and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com), a scanned copy of the proxy form signed and indicating their first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of a shareholder’s statement) or user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.



- the owners of bearer shares must send as an attachment to their email, with an electronic signature, obtained by them and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com), a scanned copy of the proxy form signed and indicating their first and last name, address and bank or broker user name as well as the first and last name, address of the designated or revoked proxy, accompanied with a scanned copy of the “Attestation de participation” established by the bank or broker. They must also ask their bank or broker to send a written confirmation (by mail or by fax) to Société Générale, Services Assemblées (BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be duly signed, filled and received at the latest on the third business day prior to the meeting, i.e. on 28 June 2011, at 0.00 Paris time. In addition, only notifications of designation or of revocation of proxy may be sent to the electronic address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com); any other request or notification relating to any other topic shall not be taken into account or processed.

With regard to votes by post or by proxy, the Company shall only take into account forms which are duly filled and signed (with the justification of share ownership), received at:

- Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 03; or at
- Electronic address : [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com)

at least three business days prior to the meeting, i.e. on 28 June 2011, at 0.00 Paris time.

Pursuant to article R. 225-85 of the French Commercial Code, a shareholder who shall already have voted by post, sent a proxy, or asked for his admission card for the meeting, with or without the “Attestation de participation”, shall not be able to select another means of participation.

A shareholder who has selected his means of participation may nevertheless sell part or all his shares afterwards. In such case:

- if the sale occurs before the third business day prior to the meeting (at zero hour Paris time), the Company shall have to invalidate or change accordingly the vote expressed, the proxy given, the "carte d'admission" or the "attestation de participation" and, for such purpose, in the case of bearer shares, the shareholder's bank or broker must notify the sale to the Company or its proxy and provide relevant information; if the sale occurs after zero hour Paris time, on the third business day prior to the meeting, the sale does not have to be notified by the shareholder's bank or broker or considered by the Company, notwithstanding any contradictory agreement.

Participation and vote by videoconference or by any other electronic means of telecommunication have not been chosen for this meeting. Accordingly, no site as per article R. 225-61 of the French Commercial Code has been made available.

The meeting of 1st July 2011 shall start at 9.30 am sharp. Accordingly, shareholders are requested:

- to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list,

- not to enter the meeting room without the presentations and the voting material which will be distributed upon signing of the attendance list.

**Documents at the shareholders' disposal:**

Pursuant to applicable law, all documentation which is required to be at the disposal of the shareholders for the purpose of the general meeting shall be made available to the shareholders within the legal timeframe at the Company's registered office: River Ouest, 80 Quai Voltaire – 95870 Bezons. In addition, the documents and information to be distributed at the general meeting referred to in Article R. 225-73-1 of the French Commercial Code, are available on the Company's website since 10 June, 2011, at [www.atosorigin.com](http://www.atosorigin.com), in the "Investors" section, in accordance with the applicable laws and regulations.

**Submission of written questions:**

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at least four business days prior to the meeting, i.e. on 27 June 2011, at 0.00 Paris time:

- to the registered office, by registered letter with request for acknowledgement of receipt to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex;
- Or to the following electronic address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com).

In order to be taken into account and to lead, as the case may be, to an answer during the general meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R. 225-84 of the French Commercial Code.

The written questions may be answered directly on the Company's website, at the following address: [www.atosorigin.com](http://www.atosorigin.com), in the "Investors" section.

## **2. EXPLANATIONS ON RESOLUTIONS PRESENTED BY THE BOARD - REPORTS OF THE BOARD OF DIRECTORS TO THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

### **REPORT OF THE BOARD OF DIRECTORS TO THE MIXED GENERAL MEETING OF 1<sup>ST</sup> JULY 2011 RULING ON EXTRAORDINARY ISSUES**

Dear Shareholders,

We have summoned you to a mixed general meeting (ordinary and extraordinary), so that you can rule, within the partnership project with Siemens (the “**Transaction**”), as announced by the parties on 14 December 2010 and as adopted by the Board of Directors of the Company on 9 May 2011, on the following agenda:

#### *Extraordinary issues*

- Approval of the contribution in kind from Siemens Beteiligungen Inland GmbH of one share of Siemens IT Solutions and Services GmbH, of the valuation of the contribution, of the related contribution agreement, of the remuneration of the contribution and the corresponding increase in capital and delegation of authority to the Board of Directors of the Company to acknowledge the final completion of the capital increase and to amend the articles of association of the Company accordingly
- Approval to issue, within the partnership between the Company and Siemens, bonds convertible and/or exchangeable into new or existing shares (OCEANE) with the removal of the preferential subscription right of shareholders for the benefit of a specific beneficiary
- Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees of the Company and its associated companies
- Delegation of authority granted to the Board of Directors for the purpose of granting free shares to the benefit of the employees and legal representatives of the Company and its associated companies
- Change of company name – amendment of Article 3 (Company’s Name) of the articles of association
- Amendment of Article 10 (Statutory statement of thresholds exceeding) and Article 28 (Common rules to all shareholders’ meetings) of the articles of association.

The prescribed notifications have been regularly addressed to you, and all the documents and items established by current regulation have been made available to you within the legal deadlines.

Before we describe the main characteristics of each considered transaction, we would like to present you, as a preliminary, the transaction as whole, as detailed in the Prospectus which is attached to this report, drafted for (i) the contribution to the Company of the sole share of Siemens IT Solutions and Services GmbH (“**SIS Holding**”) by Siemens Beteiligungen Inland GmbH, and (ii) the listing on the Euronext Paris stock exchange of the shares issued in

consideration for the contribution and the shares resulting from, if applicable, the conversion or exchange for new or existing shares of the Company (the “**Prospectus**”).

We invite you to carefully review the Prospectus which is attached to this report.

The Prospectus has been approved by the Autorité des Marchés Financiers under visa n°11-210 on 8 June 2011.

The Prospectus includes a summary of the principal provisions of the Framework Agreement (as amended) (the “**Framework Agreement**”), entered into between Atos Origin and Siemens on 1 February 2011, detailing the terms and conditions of the Transaction.

The Prospectus integrates by reference the Company’s reference document filed with the AMF on 1 April 2011 (under number D.11-0210), as well as its update filed with the AMF on 8 June 2011 (under number D.11-0210.A01).

## **I. Background, motivation and purpose of the Transaction**

The interest of the Transaction for the Company and its shareholders is detailed in Section A.1.2.1 of the Prospectus.

The Transaction would seal the creation of a long term industrial alliance between the Company and Siemens in order to create a European leader in IT services. It would represent a key stage in Atos Origin’s strategy which is divided into four major points:

- the Transaction would allow for the creation of a major player in European and global IT services and high-tech transactional services (HTTS) by the contribution to Atos Origin of the SIS Holding which constitutes, subject to some exceptions, the IT activities of the “Siemens IT Solutions and Services” division of Siemens (the “**Activity**”);
- the Transaction should generate an important potential of synergies: the Activity was subject to a significant restructuring to strengthen its operational profile. In addition, after completion of the Transaction, Atos Origin intends to implement a SIS Transformation and Integration Program within SIS Holding, in order to improve the profitability of the new entity by optimizing synergies;
- The Transaction would cement the formation of a strategic partnership between Atos Origin and Siemens:
  - Siemens would become a shareholder of Atos Origin with an undertaking to hold the Atos Origin shares received in consideration for the Contribution for five (5) years and would be represented by a director on the Board of Directors of Atos Origin. In addition, Siemens would subscribe for bonds convertible into and/or exchangeable for new or existing shares which will be issued by Atos Origin (the “**OCEANE**” or the “**Bonds**”);
  - Additionally, the two groups have entered into a commercial agreement for the provision of IT management and systems integration services, one of the most significant ever entered into in the IT services sector. A detailed description of this agreement is included in paragraph A.2.1.4 of the Prospectus;

- Finally, Atos Origin and Siemens have entered into a strategic partnership to propose integrated and complementary solutions in the course of significant tenders, to implement an R&D investment program, and to develop cross-selling practices and know-how sharing between the two groups. A detailed description of this agreement is included in paragraph A.2.1.5 of the Prospectus.
- The Transaction has been structured to contribute value for the shareholders of Atos Origin and to preserve cash. Without an impact on the earnings per share in respect of 2011, the Transaction is expected to generate an increase thereof of up to 50% in 2013 and in the medium-term to accelerate revenue growth for Atos Origin.

## II. Prior steps to the completion of the Transaction

The completion of the Transaction will be preceded by the following operations:

- the finalisation of a prior internal reorganization within the Siemens Group under which the Activity will be carved-out and transferred, directly or indirectly, to SIS Holding (the carve-out process of the SIS Business being hereinafter referred to as the “**Carve-Out**”). The scope of the Activity is detailed in Section A.2.1.1.1 of the Prospectus;
- the prior reorganization of the Activity: Siemens has undertaken to continue until completion of the Transaction the finalization of a staff restructuring plan of the Activity which started in 2010.

## III. Other agreements

In order to strengthen the long-term industrial partnership, Siemens and Atos Origin have, within the framework of the Transaction, entered into several agreements effective upon completion of the Contribution (“**Closing Date**”):

- A separate Lock-Up Agreement was entered into on 20 May 2011 between the parties to set forth the terms and conditions of Siemens’ holding period over its interest in the share capital of Atos Origin as well as its representation rights on the Board of Directors of Atos Origin; a description of the Lock-Up Agreement is provided in paragraph A.2.1.3 of the Prospectus;
- A Customer Relationship Agreement was entered into on 20 May 2011 which sets forth the terms and conditions of IT services provision in the areas of IT managed services and systems integration, which will be provided by Atos Origin and the SIS Group companies to the Siemens Group after the Closing Date. This agreement is described in paragraph A.2.1.4 of the Prospectus;
- A strategic partnership between the parties pursuant to various Collaborational Agreements entered into 20 May 2011, which set forth the terms and conditions of the implementation of a strategic partnership for the development of new products and solutions. These agreements are described in paragraph A.2.1.5 of the Prospectus.

\* \* \*

**1. Approval of the Contribution, its valuation, the relating contribution agreement, of the consideration of the contribution and the according corresponding increase in capital - Delegation of authority to the Board of Directors of the Company to acknowledge the definite completion of the Contribution and to amend the articles of association of the Company accordingly** (*First resolution of the competence of the general meeting ruling on extraordinary issues*)

The rationale, purpose and main characteristics of the Contribution, which is part of the general Transaction, are detailed in the contribution agreement (the “**Contribution Agreement**”) submitted for your approval and signed on 20 May 2011 by the Company and Siemens, as well as in the Prospectus, in particular in Sections A.2.1, A.3, A.4 and A.5.

**1.1. Contribution appraiser**

Mr. Thierry Bellot (of Bellot Mullenbach & Associés) has been appointed by order of the Chairman of the Pontoise Commercial Court on 14 February 2011. His mission was to opine on the value of the contributed SIS Holding share as well as on the fairness of the consideration.

The reports of the contribution appraiser of 30 May 2011 are attached to the Prospectus (Schedule 1). The conclusions of the contribution appraiser’s report are the following:

- On the value of the Contribution

*“the valuation of the contribution at 814,388,000 Euros is not over-valuated and, as a consequence, that the net asset which shall be contributed is at least equal to the amount of the capital increase of the company benefiting from the contribution increased by the issuance premium, it being specified:*

- *that an amount of cash (soulte) of 400,196,974 Euros is made to the contributor, 250M Euros of which shall be released by compensation with the subscription price of the OCEANE bonds of a nominal value of 249,999,985 Euros, the balance being paid by a cash payment of 150,196,989 Euros;*
- *that this cash payment may be adjusted with regard to the level of debt, cash and working capital at 30 June 2011 of SIS Holding.”*

- On the consideration of the Contribution

*“ the foreseen consideration for the contribution of the sole share of SIS Holding to Atos shall lead to the issuance of 12,483,153 shares of Atos and to a cash payment of 400,196,974 Euros, 250M Euros of which shall be released by compensation with the subscription price of the OCEANE bonds of a nominal value of 249,999,985 Euros, the balance being paid by a cash payment of 150,196,989 Euros is fair, it being specified that the cash payment may be adjusted with regard to the level of Debt, Cash and Working Capital at 30 June 2011 of SIS Holding.”*

## 1.2 Valuation of the Contribution

The global valuation of the Contribution has been negotiated between the parties at 814,4M Euros, subject to adjustments detailed in Article 2.3 of the Contribution Agreement and in Section A.2.1.1.2 of the Prospectus.

The Contribution was valued using a multi-criteria approach, including (i) the discounted cash flows method (“DCF”) and (ii) comparable trading multiples method.

The valuation work was carried out in late February 2011, in order to enable the contribution appraiser to perform his work on the basis of the last published results available at that time. Changes in the valuation parameters since late February are not likely to alter the conclusions resulting from the valuation work.

The detail of the valuation methods of the Contribution are described in Section A.4.1 of the Prospectus.

## 1.3 Consideration of the Contribution

The consideration for the Contribution shall be the following (the “**Initial Consideration**”):

- 12,483,153 new ordinary shares to be issued by the Company pursuant to a share capital increase for the benefit of Siemens Inland, each with a par value of one (1) euro and bearing dividend entitlement as from the completion date of the Contribution; and entirely assimilated to existing shares
- an amount of cash (soulte) equal to 400,196,974 Euros, 249,999,985 Euros of which will be paid by compensation by the subscription price of 5,382,131 bonds convertible and/or exchangeable into new or existing shares, with an aggregate nominal value of 249,999,985 Euros which shall be issued by the Company to the benefit of Siemens Inland, it being specified that the outstanding balance of 150,196,989 Euros shall be paid in cash by the Company to Siemens Inland.

The Initial Consideration shall be subject to cash adjustment whether increasing or decreasing the Initial Consideration, pursuant to the terms of the Contribution Agreement, based on the level of Debt, Cash and consolidated Working Capital of SIS Holding as of 30 June, 2011.

The consideration of the Contribution, and the relating adjustments, are detailed in Article 2.3 of the Contribution Agreement and in Section A.2.1.1.2 of the Prospectus.

## 1.4 Contribution Premium

A contribution premium of an amount of 401,707,873 Euros, made up of the difference between the issue price of the new ordinary shares of the Company used for the purpose of calculating the consideration for the Contribution, i.e. a total amount of

414,191,026 Euros, and the nominal amount of the share capital increase made in consideration of the Contribution, i.e. a total amount of 12,483,153 Euros.

All costs, duties, taxes and fees incurred in relation to the Contribution, as well as the necessary sums to allocate the provision of the statutory reserve of 10% of the new share capital of the Company resulting from the capital increase shall be charged on the premium.

The premium may receive any allocation decided upon by the general meeting of the Company's shareholders.

## **1.5 Conditions precedent**

The Contribution shall be definitively completed after the complete fulfilment of the following conditions precedent:

### **Conditions provided for the benefit of Siemens and the Company:**

- (a) the authorisations from the U.S. and European competition authorities having been obtained;
- (b) the approval (visa) of the Prospectus having been granted by the AMF;
- (c) the approval by the ordinary and extraordinary general meeting of the shareholders of Atos Origin of the Contribution, its valuation and of the corresponding share capital increase, as well as the issuance of the Bonds;

### **Condition provided for the sole benefit of the Company:**

- (d) the completion of the Carve-Out by Siemens to the extent required under the Framework Agreement before the Closing date.

Upon fulfilment of these conditions, the parties would be under an obligation to implement the Contribution. As of the time this Report is issued, the conditions (a), (b) and (d) have been fulfilled.

The Contribution would become effective upon the parties complying with the following conditions (in addition to condition (c) in the paragraph above):

- (a) the subscription by Siemens Inland to the Bonds by way of claim compensation;
- (b) the contribution by Siemens to SIS Holding of an amount equal to the estimated Cash Adjustment (as provided for in the Prospectus) in accordance with the Framework Agreement;
- (c) the payment by the Company of 150,196,989 Euros as complementary cash payment (soulte) and 26.4 M Euros pursuant to direct divestitures as described in Section A.2.1.1.1 (b) of the Prospectus.



The Chairman of the Board of Directors and Chief Executive Officer of the company, upon authority conferred on him by the Board of Directors by virtue of the powers delegated to the Board of Directors by the Shareholders' General Meeting of Atos Origin which was called to resolve upon the Contribution, will upon full satisfaction of the conditions precedent above proceed with the completion of the Contribution and the resulting share capital increase.

Consequently, you will be asked to approve the Contribution and in particular the valuation thereof, pursuant to the duties, terms and conditions as set out in the Contribution Agreement, as well as all the provisions of the Contribution Agreement, and in particular the provisions pertaining to the consideration of the Contribution. Consequently, you will be asked to decide to issue 12,483,153 new shares as consideration for the Contribution, to acknowledge the amount of the issuance premium and its allocation, in the conditions set out above.

Finally, you will be asked to delegate to the Board of Directors with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the power to determine, or undertake to determine the potential cash adjustments, acknowledge the definitive completion of the Contribution and amend Article 6 of the articles of association of the Company to take into account the definitive completion of the share capital increase following the Contribution.

**2. Decision to issue bonds convertible and/or exchangeable into new or existing shares (OCEANE) with the removal of the preferential subscription right of shareholders for the benefit of a specific beneficiary** *(Second resolution of the competence of the general meeting ruling on extraordinary issues)*

As an introduction, you are reminded that the activities of the Company since the beginning of the current financial year is detailed in the update of the reference document of the Company filed with the AMF on 8 June 2011 and incorporated by reference in the Prospectus attached to this report.

Within the Transaction, it is also planned that the Company issues for the benefit of Siemens Inland 249,999,985 bonds convertible and/or exchangeable into new or existing shares (OCEANE), the terms and conditions of which are detailed in the Prospectus, especially in sections A.2.2.3 *(Information relating to the terms and conditions of the Bonds)*, A.2.2.4 *(Right to the delivery of shares – Conversion and/or exchange of the Bonds into shares of Atos Origin)* and A.2.2.6 *(Additional information concerning the shares delivered upon exercise of the conversion/exchange right)*.

You will therefore be asked, subject to the completion of the Contribution, to decide on the issuance of a convertible bond of an aggregate nominal value of 249,999,985 Euros, represented by 5,382,131 bonds convertible and/or exchangeable into new or existing shares (OCEANE), each with a par value of 46.45 Euros, it being specified that this amount shall not be attributed to the maximum amount of debt instrument to be issued pursuant to the eleventh resolution of the General Meeting of 27 May 2010.

The issuance price of 46.45 Euros per OCEANE has been negotiated between the Company and Siemens within the Transaction as a whole and represents a premium of 40 % over the volume-weighted average share price of the Company over the six-month

period preceding the announcement of the Transaction (period from 14 June 2010 to 13 December 2010).

In accordance with Article L. 225-138 of the French Commercial Code, you will be asked to waive the preferential subscription right attached to the OCEANE in favour of Siemens Inland, and to decide that the subscription of the OCEANE shall effect on the Closing Date of the Contribution by compensation with the certain, liquidated and payable receivable of Siemens Inland on the Company for the complementary cash payment covering part of the Contribution.

We suggest that, in application of article L. 225-135 of the French Commercial Code, you decide to waive the subscription priority period of the shareholders to subscribe to the OCEANE.

We suggest that you authorize the increase in share capital of the Company and the issuance of the shares to come from, if applicable, the conversion of the OCEANE, which is to say 5,382,131 Euros corresponding to the issuance of a maximum of 5,382,131 new shares of the Company, to which shall be added, if applicable, the nominal amount of the additional shares to be issued in order to preserve, pursuant to applicable law and conditions of the OCEANE set out in the prospectus, the rights of the bondholders, it being specified that such amount shall not be attributed to the maximum aggregate amount as provided for in the fifteenth resolution of the General Meeting of 27 May 2010.

The decision to issue the OCEANE shall give rise automatically to the waiver by the shareholders of their preferential subscription right to the shares to be issued pursuant to the conversion of the OCEANE, to the benefit of Siemens Inland, according to the provisions of Article L. 225-132, last section of the French Commercial Code.

The OCEANE shall be issued in accordance with the terms and conditions as set forth in sections A.2.2.3.2 to A.2.2.3.10 (included), A.2.2.3.12, A.2.2.3.13, A.2.2.4, A.2.2.6.1 to A.2.2.6.6 (included) of the Prospectus, and which provide for the main characteristics as follows

<b>Issue price of the Bonds</b>	At par.
<b>Issue date, entitlement and settlement date of the Bonds</b>	On the closing date of the Contribution.
<b>Maturity date</b>	5 years from the issue date subject to early redemption at the option of the Company or of the bondholders, and early redemption.
<b>Conversion/Exchange of the Bonds into shares</b>	At any time from the issue date and up to and including the seventh business day which precedes the maturity date or early redemption date, allocation of shares at the ratio of one (1) share for one (1) Bond, subject to any adjustments.

Atos Origin may at its discretion grant new

shares to be issued or existing shares or a combination of the two.

**Nominal rate – Interest**

The Bonds will bear interests at an annual nominal rate of 1.50% payable in arrears on 1st January of each year (or the next business day if such date is not a business day).

**Dividend entitlement of shares issued or granted upon conversion and/or exchange of the Bonds**

The new shares will carry entitlement to dividends as of the first day of the financial year in which the exercise date of the conversion/exchange right falls.

The existing shares will carry dividend entitlement.

Pursuant to Article L. 225-138 III of the French Commercial Code, the issuance of the OCEANE shall not be realized after an eighteen (18) month delay starting as of this general meeting.

The consequence of this issuance on the situation of the shareholders or bond holders of the Company, in particular with regard to the proportion of shareholders' equity is described in Section B.6 of the Prospectus.

The potential consequence of the issuance on the actual market value of the Company's share as resulting from the twenty trading days preceding 1 June 2011 is described in Section B.6 of the Prospectus.

Finally, you will be asked to delegate to the Board of Directors, with the right of sub-delegation to the Chief Executive Officer and Chairman of the Board, under the conditions established by the applicable legal and regulatory provisions, the power to acknowledge the subscription and the definite completion of the issuance of the OCEANE in the conditions set out herein, and more generally, to take all useful measures, conclude all agreements and perform all formalities to perform the issuance of the OCEANE in the conditions set out herein, acknowledge, if applicable, the completion of the relating increase in capital and amend the articles of association accordingly.

**3. Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees of the Company and its associated companies** (*Third resolution of the competence of the general meeting ruling on extraordinary issues*)

Pursuant to articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138-1 of the French Commercial Code and articles L. 3332-18ff. of the Labour Code, the Board of Directors must present you with a resolution in order to increase the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees of the Company and its associated companies.

Consequently, you will be asked to delegate to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the authority to decide, in the proportions and at the times which it sees fit, on the issuance within France or abroad of shares or other equity securities of the Company, or of securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the French Commercial Code, if these employees are members in this capacity of a company savings plan or any other qualifying plan, by way of application of the applicable legal and regulatory provisions.

The maximum nominal amount of the immediate or deferred capital increases of the Company likely to be realized by virtue of this delegation shall not exceed 2% of the share capital on a totally diluted basis on the day of the General Meeting, with this limit being autonomous and distinct from the limits established in the eleventh, twelfth and fifteenth resolutions of the General Meeting of 27 May 2010 and being set without taking account of the amount of the nominal value of the shares or other equity securities to be issued, to preserve, pursuant to the applicable legal and regulatory provisions and, as per the case, any applicable contractual stipulations which provide for other cases of adjustments, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or grants of free shares of the Company.

This delegation would entail the waiver of the preferential subscription right of shareholders to the shares and other equity and other securities giving access to the share capital, which may be issued within the context of this delegation, as well as to the securities and other equity and other securities to which the securities issued on the basis of this delegation may provide entitlement.

The subscription price of the shares issued by virtue of this delegation would be set by the Board of Directors and would be determined under the conditions established in article L. 3332-19 of the Labour Code.

By way of application of article L. 3332-21 of the Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company by way of subscription, or as per the case of the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the limits established in article L. 3332-11 of the Labour Code.

The characteristics of the other securities giving access to the share capital of the Company shall be drawn up by the Board of Directors under the conditions set by the applicable legal and regulatory provisions.

Finally, you will be asked to grant all powers to the Board of Directors, with the right of sub delegation as authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation.

This delegation would be granted to the Board of Directors for a duration of twenty six (26) months from the date of the general meeting.

**4. Delegation of authority granted to the Board of Directors for the purpose of granting free shares to the benefit of the employees and legal representatives of the Company and its associated companies** (*Fourth resolution of the competence of the general meeting ruling on extraordinary issues*)

You are asked to authorise the Board of Directors with the right of sub delegation under the conditions established for the applicable legal and regulatory provisions, in application of articles L. 225-197-1 and seq. of the French Commercial Code, to make a free allotment of existing or new shares, in one time or many and upon its sole decisions, for a maximum amount which shall not exceed 1,2% of the share capital as acknowledged on the date of the decision of their allotment by the Board of Directors, it being specified that the maximum amount is fixed without taking into account the numbers of shares to be issued, if applicable, pursuant to the adjustments made to preserve the rights of the beneficiaries of free shares allotment.

The beneficiaries of allotments pursuant to the present resolution should (i) be employees or legal representatives of the Company and/or companies or economic interest groups directly or indirectly linked to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code, whether in France or outside of France, as determined by the Board of Directors as per Article L. 225-197-1 and seq. of the French Commercial Code, and (ii) fulfil performance conditions determined by the Board of Directors on operational criteria which can be estimated in order to take into account the priority given to the operational performance linked to the success of the integration of Siemens SIS.

With regard to legal representatives, the Board of Directors would be able to, as provided for by applicable law, impose inalienability clauses for the free shares allotted before the termination of the term of the beneficiaries or to fix a minimum amount of registered free shares to be kept until the termination of their term.

The minimum acquisition period after which the allotment of free shares to their beneficiaries becomes definitive would be fixed to a duration of two years as from the allotment date by the Board of Directors. The minimum conservation period of the shares by the beneficiaries to two years as from the definitive allotment of shares, it being specified that for the allotted shares for which the minimal acquisition period would be four years, the maximum conservation period may be waived so that such shares may be freely transferable as from their definitive allotment.

In case of disability of the beneficiary pursuant to the second and third categories classification pursuant to Article L. 341-4 of the French Social Security Code, the definitive allotment of the shares would occur immediately, and in the case of death of the beneficiary, his/her heirs shall be entitled to ask for the definitive allotment of shares within six months from the death, the shares thereby becoming immediately transferrable.

This delegation would bear express waiver of the preferential subscription right of the shareholders to these ordinary shares and securities.

Finally, you will be asked to grant all powers to the Board of Directors, with the right of sub delegation as authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation.

This delegation would be valid for a duration of thirty eight (38) months as from this general meeting.

**5. Change of company name – amendment of article 3 of the articles of association**  
*(Fifth resolution of the competence of the general meeting ruling on extraordinary issues)*

You are asked to change the company name of the Company to “**AtoS**”. Consequently, article 3 of the articles of association would be drafted as such:

*“Article 3 – COMPANY’S NAME*

*The Company’s name is: “**AtoS**”.*

*In all acts and other documents issued by the Company, the company’s name will be preceded or followed by the words “société anonyme” (corporation) or the abbreviation “S.A.” and indication of the Company’s capital.”*

**6. Amendment of article 10 (Statutory statement of thresholds exceeding) of the articles of association**  
*(Sixth resolution of the competence of the general meeting ruling on extraordinary issues)*

In order to comply with the modification in delay for statements of threshold exceeding as provided for in the ordonnance n° 2009-105 of 30 January 2009, you are asked to amend the first paragraph of article 10 of the articles of association of the Company to fix the delay in statement of thresholds exceeding to four market opening days and to align the statutory delay with the legal delay on the matter. Consequently, the first paragraph of Article 10 of the articles of association would be drafted as such:

*“In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or concertedly, manages to hold, directly or indirectly, a number of shares representing a proportion of the capital or voting rights greater than or equal to two percent, and then in all multiples of one percent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital or voting rights of the Company that it possesses, by registered letter with return receipt requested sent to the Registered Office, at the latest four market opening days as of the exceeding of the relevant threshold(s)”.*

The rest of article 10 would remain unchanged.

**7. Amendment of article 28 (Common rules to all shareholders' meetings) of the articles of association** (*Seventh resolution of the competence of the general meeting ruling on extraordinary issues*)

You are asked to amend the fifth paragraph of article 28 of the articles of association of the Company in order to conform with Article L. 225-106 of the French Commercial Code relating to the representation of a shareholder by a third party during the shareholders meetings of the Company. Consequently, the fifth paragraph of Article 28 of the articles of association of the Company would be drafted as such:

*“All shareholders may be represented by their spouses, by another shareholder, or by a partner with whom a civil solidarity pact was concluded. They may be represented by any other physical or legal person of their choice. The proxy must present proof of this delegation”.*

The rest of article 28 would remain unchanged.

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We thank you for the trust that you would kindly demonstrate to the Board of Directors by approving the first, second, fourth, fifth, sixth and seventh resolutions submitted to the vote of the meeting.

On the other hand, we invite you to **VOTE AGAINST the third resolution** on the delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees which is submitted for your approval pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138-1 of the French Commercial Code and articles L. 3332-18ff. of the Labour Code, as a similar delegation has already been granted by the general meeting of 27 May 2010. This delegation shall terminate on 27 July 2012.

We remain available to answer any questions which you may have on the Transaction and any of its steps.

The Board of Directors

English version provided for translation purposes only  
In case of contradiction, French version shall prevail

## **ANNEX TO THE REPORT OF THE BOARD OF DIRECTORS**

PROSPECTUS APPROVED BY THE AMF UNDER NUMBER 11-210 ON 8 JUNE 2011

The Prospectus is available on the website of the Company: [www.atosorigin.com](http://www.atosorigin.com) in the “Investors” section as well as on the website of the AMF, [www.amf-france.org](http://www.amf-france.org).

Copies of the Prospectus are available free of charge at the Atos Origin headquarters. Upon simple request, such copies may also be sent to you free of charge either by regular mail or by email.

*Request for communication of the Prospectus to be sent by mail to: Atos Origin – Legal Department - River Ouest, 80 Quai Voltaire, 95877 Bezons, or by email at [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com).*



**REPORT OF THE BOARD OF DIRECTORS  
TO THE MIXED GENERAL MEETING OF 1<sup>ST</sup> JULY 2011  
RULING ON ORDINARY ISSUES**

Dear Shareholders,

We have summoned you to a mixed general meeting (ordinary and extraordinary), so that you can rule on the following ordinary issues:

- Appointment of Dr. Roland Emil Busch as member of the Board of Directors
- Powers

The prescribed summons has been regularly addressed to you, and all the documents and items established by current regulation have been made available to you within the legal deadlines.

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**1. Appointment of Dr. Roland Emil Busch as member of the Board of Directors** (*Eighth resolution of the competence of the general meeting ruling on ordinary issues*)

In accordance with the agreements signed with Siemens within the framework of the Transaction, you are asked to appoint, subject to the completion of the Contribution pursuant to the conditions set out above, **Dr. Roland Emil Busch** as member of the Board of Directors, for a term of three (3) years, until the end of the general meeting approving the accounts of the financial year ended 31 December 2013.

All information required as per Article R. 225-83 of the French Commercial Code are detailed in Section A.5.1.3 of the Prospectus.

**2. Powers** (*Ninth resolution of the competence of the general meeting ruling on ordinary issues*)

You are asked to grant all powers to the holder of an original copy of an extract of the minutes of this meeting to carry out, wherever necessary, the publications and legal formalities linked to the holding of the meeting.

\*                      \*  
\*

We thank you for the trust that you would kindly demonstrate to the Board of Directors by approving the eighth and ninth resolutions submitted to the vote of the meeting.

The Board of Directors

English version provided for translation purposes only  
In case of contradiction, French version shall prevail

### **3. TEXT OF THE PROPOSED RESOLUTIONS**

#### *Extraordinary issues:*

**First resolution** (*Approval of the contribution in kind from Siemens Beteiligungen Inland GmbH of one share of Siemens IT Solutions and Services GmbH, of the valuation of the contribution, of the consideration of the contribution and the corresponding increase in capital and delegation of authority to the Board of Directors to acknowledge the final completion of the capital increase and to amend the articles of association of the Company accordingly*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with:

- i. the report of the Board of Directors and more specifically the prospectus approved by the AMF being attached to the report;
- ii. the main provisions of the Framework Agreement (the “**Framework Agreement**”) signed on 1<sup>st</sup> February 2011 (as amended) by the Company and Siemens AG, a stock corporation organized under the laws of Germany with its registered office in Munich and Berlin, Germany, and registered with the commercial registers of the local courts of Munich and Berlin, respectively under numbers HRB 6684 and HRB 12300 (“**Siemens**”), to determine the operations within the partnership between the Company and Siemens (the “**Transaction**”), as summarized in the prospectus approved by the AMF attached to the report of the Board of Directors;
- iii. the reports on the valuation of the contribution and its consideration of Mr. Thierry Bellot (Bellot Mullenbach & Associés), contribution appraiser appointed by order of the Commercial Court of Pontoise on 14 February 2011;
- iv. the contribution agreement (“**Contribution Agreement**”) signed on 20 May 2011 between the Company and Siemens Beteiligungen Inland GmbH whose registered office is at 2, Wittelsbacherplatz, 80333 Munich, Germany, registered with the commercial register of the local court of Munich, under number HRB 139644 (“**Siemens Inland**”), a wholly-owned subsidiary of Siemens, providing for the contribution by Siemens Inland to the Company of one (1) share of Siemens IT Solutions and Services GmbH, a company organized under the laws of Germany, having its registered office at Otto Hahn-Ring 6, 81739 Munich, Germany, and registered with the commercial register of the local court of Munich, under number HRB 184933 (“**SIS Holding**”), the contributed share representing 100% of the share capital and voting rights in SIS Holding (this contribution being hereinafter referred to as the “**Contribution**”);

and after having acknowledged that:

- i. the contribution appraiser’s report on the valuation of the Contribution has been registered with the registry of the commercial court of Pontoise at the latest eight (8) days before this general meeting, pursuant to applicable legal and regulatory provisions;

- ii. the aggregate value of the Contribution is valued at 814,388,000 Euros, subject to adjustments set forth in Article 2.1 of the Contribution Agreement;
- iii. the completion of the Contribution is subject to the fulfilment of conditions precedent as provided for in Article 5 of the Contribution Agreement:

subject to the approval of the second and eighth resolutions submitted to the present General Meeting:

1. approves the Contribution, and in particular, the valuation thereof, subject to the duties, clauses and conditions as provided for in the Contribution Agreement;
2. approves all provisions of the Contribution Agreement, and in particular the provisions pertaining to the consideration of the Contribution which is composed as such:
  - 12,483,153 new ordinary shares to be issued by the Company pursuant to a share capital increase, each with a par value of one (1) euro and for which Siemens will be the legal and beneficial owner as from the closing date of the Contribution; and
  - an amount of cash (*soulte*) equal to 400,196,974 Euros, 249,999,985 Euros of which will be paid by compensation by the subscription price of 5,382,131 bonds convertible and/or exchangeable into new or existing shares, with an aggregate nominal value of 249,999,985 Euros which shall be issued by the Company pursuant to the second resolution, it being specified that the outstanding balance of 150,196,989 Euros shall be paid in cash by the Company to Siemens Inland;
3. acknowledges that the consideration for the Contribution as described above (the “**Initial Consideration**”) shall be subject to cash adjustment (the “**Cash Adjustment**”), whether increasing or decreasing the Initial Consideration, pursuant to the terms of the Contribution Agreement, based on the level of Debt, Cash and Working Capital of the SIS Activity as of June 30<sup>th</sup>, 2011 (as such terms are defined in the Contribution Agreement), and approves the terms of determination and payment, in conformity, inter alia, with the following conditions:
  - where the amount of the Cash Adjustment, as finally determined pursuant to the provisions of the Framework Agreement and the Contribution Agreement, is positive, the Company shall pay to Siemens Inland an amount equal to the Cash Adjustment as complementary cash payment (*soulte complémentaire*);
  - where the amount of the Cash Adjustment, as finally determined pursuant to the provisions of the Framework Agreement and the Contribution Agreement, is negative, Siemens Inland shall pay to the Company an amount equal to the Cash Adjustment, such amount to be treated as a reduction of the Initial Consideration, it being specified that such amount shall be deducted first from the cash payment;

and grants to the Board of Directors all powers, with the possibility of sub delegation as provided for in applicable laws and regulations, to determine or to have the amount of the Cash Adjustment determined pursuant to the provisions of

the Framework Agreement and the Contribution Agreement, and to proceed, where applicable, with the payment of the Cash Adjustment;

4. as a consequence of the foregoing, decides, subject to the fulfilment of the conditions precedent and other conditions as provided for in the Contribution Agreement, to increase the share capital of the Company in consideration of the Contribution, for a total nominal amount of 12,483,153 Euros through the issuance of 12,483,153 new ordinary shares of the Company, each with a par value of one (1) euro, fully paid up and wholly granted to Siemens Inland;
5. decides, subject to the same condition, that the 12,483,153 new shares of the Company shall be, on the closing date of the Contribution, assimilated to the old shares and shall benefit from the same rights, shall bear the same duties and shall be subject to the same statutory provisions of the Company; that they shall give rise to the right to dividend distributions that may have been decided, as of their issuance date and shall be negotiable as of the closing date of the Contribution ;
6. approves, subject to the same condition, the contribution premium of 401,707,873 Euros consisting of the difference between the issuance price of the new shares of the Company which shall be issued in consideration of the Contribution for an amount of 414,191,026 Euros, and the nominal amount of the capital increase as consideration of the Contribution, of a total amount of 12,483,153 Euros;
7. authorizes the Board of Directors to charge on the contribution premium, if applicable, all costs, duties, taxes and fees incurred in relation to the Contribution, and to deduct from the contribution premium the necessary sums to allocate in provision of the statutory reserve of 10% of the new share capital of Atos Origin resulting from the capital increase;
8. decides, subject to the same condition, to recognize the contribution premium or its balance, if applicable, on the liabilities and shareholders' equity side of Atos Origin's balance sheet in section "*prime d'apport*", to which new and existing shareholders shall have a claim and which shall be freely used by shareholders at the general meeting of the Company;
9. acknowledges that the Contribution shall only be completed after the fulfilment of all conditions precedent set out in Article 5 of the Contribution Agreement;
10. consequently, delegates to the Board of Directors, with the right of sub delegation to the Chief Executive Officer and Chairman of the Board, the power to:
  - acknowledge the final completion of the Contribution once all conditions precedent shall have been fulfilled, or once the parties to the benefit of which they have been made shall have waived their fulfilment, pursuant to the provisions of the Contribution Agreement and the Framework Agreement;
  - amend Article 6 of the articles of association of the Company as follows, once the increase in share capital following the definite Contribution shall have been completed:

Article 6 of the articles of association shall be drafted as such:

*“The share capital is set at 82,459,754 Euros (eighty-two million four hundred and fifty-nine thousand seven hundred and fifty-four Euros) divided into eighty-two million four hundred and fifty-nine thousand seven hundred and fifty-four shares (82,459,754) of one(1) Euro par value, all fully paid up”.*

**Second resolution** *(Approval to issue, within the partnership between the Company and Siemens, bonds convertible and/or exchangeable into new or existing shares (OCEANE) with the removal of the preferential subscription right of shareholders for the benefit of a specific beneficiary)*

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with:

- i. the report of the Board of Directors;
- ii. the terms and conditions of the 249,999,985 bonds convertible into and/or exchangeable for new and/or existing ordinary shares (OCEANE), as described in the prospectus approved by the AMF attached to the report of the Board of Directors, especially in sections A.2.2.3 (*Information relating to the terms and conditions of the Bonds*), A.2.2.4 (*Right to the delivery of shares – Conversion and/or exchange of the Bonds into shares of Atos Origin*) and A.2.2.6 (*Additional information concerning the shares delivered upon exercise of the conversion/exchange right*); and
- iii. the special auditors' reports;

after having acknowledged that:

- i. the Company has existed for more than two years;
- ii. it has established two balance sheets which have been approved by the shareholders; and
- iii. its share capital is fully paid up;

pursuant to the provisions of the French Commercial Code, especially article L. 228-91 and seq., subject to the approval of the first and eighth resolutions submitted to this General Meeting and under the condition precedent of the realisation of the Contribution:

1. decides to issue in one time a convertible bond of an aggregate nominal value of 249,999,985 Euros, represented by 5,382,131 bonds convertible and/or exchangeable into new or existing shares (OCEANE), each with a par value of 46.45 Euros, it being specified that this amount shall not be attributed to the maximum amount of debt instrument to be issued pursuant to the eleventh resolution of the General Meeting of 27 May 2010;
2. decides, in application of Article L. 225-138 of the French Commercial Code to waive the preferential subscription right attached to the OCEANE in favour of Siemens Inland;
3. decides that the subscription of the OCEANE shall effect on the Closing Date of the Contribution by compensation with the certain, liquidated and payable receivable of Siemens Inland on the Company for the complementary cash payment covering part of

the Contribution, as per the first resolution, and that the payment in full of the OCEANE shall occur in one time and immediately on the day of subscription;

4. decides, in application of Article L. 225-135 of the French Commercial Code, to waive the subscription priority period of the shareholders to subscribe to the OCEANE;
5. authorises the increase in share capital of the Company and the issuance of the shares to come from, if applicable, the conversion of the OCEANE, which is to say 5,382,131 Euros corresponding to the issuance of a maximum of 5,382,131 new shares of the Company, to which shall be added, if applicable, the nominal amount of the additional shares to be issued in order to preserve, pursuant to applicable law and conditions of the OCEANE set out in the prospectus approved by the AMF, the rights of the bondholders, it being specified that such amount shall not be attributed to the maximum aggregate amount as provided for in the fifteenth resolution of the General Meeting of 27 May 2010;
6. acknowledges that the decision to issue the OCEANE shall give rise automatically to the waiver by the shareholders of their preferential subscription right to the shares to be issued pursuant to the conversion of the OCEANE, to the benefit of Siemens Inland, according to the provisions of Article L. 225-132, last section, of the French Commercial Code;
7. decides that the OCEANE shall be issued in accordance with the terms and conditions as set forth in sections A.2.2.3.2 to A.2.2.3.10 (included), A.2.2.3.12, A.2.2.3.13, A.2.2.4, A.2.2.6.1 to A.2.2.6.6 (included) of the prospectus approved by the AMF attached to the report of the Board of Directors presented to the general meeting, and which provide for the main characteristics as follows:

<b>Issue price of the Bonds</b>	At par.
<b>Issue date, entitlement and settlement date of the Bond</b>	On the closing date of the Contribution.
<b>Maturity date</b>	5 years from the issue date, subject to early redemption at the option of the Company or of the bondholders, and early redemption.
<b>Conversion/Exchange of the Bonds into shares</b>	<p>At any time from the issue date and up to and including the seventh business day which precedes the maturity date or early redemption date, allocation of shares at the ratio of one (1) share for one (1) Bond, subject to any adjustments.</p> <p>The Company may at its discretion grant new shares to be issued or existing shares or a combination of the two.</p>
<b>Nominal rate – Interest</b>	The Bonds will bear interests at an annual nominal rate of 1.50% payable in arrears on 1st January of each year (or the next business day

if such date is not a business day).

**Dividend entitlement of shares issued or granted upon conversion and/or exchange of the Bonds** The new shares will carry entitlement to dividends as of the first day of the financial year in which the exercise date of the conversion/exchange right falls.  
The existing shares will carry dividend entitlement.

8. decides, pursuant to Article L. 225-138 III of the French Commercial Code, that the issuance of the OCEANE shall not be realized after an eighteen (18) month delay starting as of this general meeting;
9. delegates to the Board of Directors with the right of sub delegation to the Chief Executive Officer and Chairman of the Board, under the conditions established by the applicable legal and regulatory provisions, the power to acknowledge the subscription and the definite completion of the issuance of the OCEANE in the conditions set out herein, and more generally, to take all useful measures, conclude all agreements and carry out all formalities to perform the issuance of the OCEANE in the conditions set out herein, acknowledge, if applicable, the completion of the relating increase in capital and amend the articles of association accordingly.

**Third resolution** (*Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription right to the benefit of the employees of the Company and its associated companies*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, pursuant to and under the conditions set by the provisions of articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138-1 of the French Commercial Code and articles L. 3332-18ff. of the Labour Code:

1. delegates to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the authority to decide, in the proportions and at the times which it sees fit, on the issuance within France or abroad of shares or other equity securities of the Company, or of securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the French Commercial Code, if these employees are members in this capacity of a company savings plan or any other qualifying plan, by way of application of the applicable legal and regulatory provisions.
2. hereby decides that the maximum nominal amount of the immediate or deferred capital increases of the Company likely to be realized by virtue of this delegation may not exceed 2% of the share capital on a totally diluted basis on the day of the General Meeting, with this limit being autonomous and distinct from the limits established in the



eleventh, twelfth and fifteenth resolutions of the General Meeting of 27 May 2010 and being set without taking account of the amount of the nominal value of the shares or other equity securities to be issued, to preserve, pursuant to the applicable legal and regulatory provisions and, as per the case, any applicable contractual stipulations which provide for other cases of adjustments, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or grants of free shares of the Company.

3. hereby decides that this delegation entails the waiver of the preferential subscription right of shareholders to the shares and other equity and other securities giving access to the share capital, which may be issued within the context of this delegation, as well as to the securities and other equity and other securities to which the securities issued on the basis of this delegation may provide entitlement.
4. hereby decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and shall be determined under the conditions established in article L. 3332-19 of the Labour Code.
5. hereby decides that, by way of application of article L. 3332-21 of the Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company by way of subscription, or as per the case of the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the limits established in article L. 3332-11 of the Labour Code.
6. hereby decides that the characteristics of the other securities giving access to the share capital of the Company shall be drawn up by the Board of Directors under the conditions set by the applicable legal and regulatory provisions.
7. grants all powers to the Board of Directors, with the rights of sub delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:
  - to decide that the issues may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
  - to set, where necessary, a perimeter for the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
  - to set the procedures for participation (notably in terms of seniority) in these issues,
  - to set the conditions and procedures for these issues, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
  - to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,

- at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one-tenth of the new share capital after each increase, and
  - in general, to take all useful measures, conclude all agreements (notably with an objective of ensuring the successful completion of the issue), request authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issues or to postpone the same, and notably to establish the capital increase(s) resulting from every issue carried out by using this delegation, correspondingly, to amend the articles of association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question at the exercise of the associated rights.
8. hereby decides that delegation of powers granted to the Board of Directors shall be given for a duration of twenty six (26) months from the date of the general meeting.

**Fourth resolution** (*Delegation of authority granted to the Board of Directors for the purpose of granting free shares to the benefit of the employees and legal representatives of the Company and its associated companies*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, authorises the Board of Directors, with the right of sub delegation under the conditions established for the applicable legal and regulatory provisions, in application of Articles L. 225-197-1 and seq. of the French Commercial Code, to make a free allotment of existing or new shares, in one time or many and upon its sole decisions, for a maximum amount which shall not exceed 1,2% of the share capital as acknowledged on the date of the decision of their allotment by the Board of Directors, it being specified that the maximum amount is fixed without taking into account the numbers of shares to be issued, if applicable, pursuant to the adjustments made to preserve the rights of the beneficiaries of free shares allotment.

The beneficiaries of allotments pursuant to the present resolution shall (i) be employees or legal representatives of the Company and/or companies or economic interest groups directly or indirectly linked to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code, whether in France or outside of France, as determined by the Board of Directors as per Article L. 225-197-1 and seq. of the French Commercial Code, and (ii) fulfil performance conditions determined by the Board of Directors on operational criteria which can be estimated in order to take into account the priority given to the operational performance linked to the success of the integration of Siemens SIS.

With regard to legal representatives, the Board of Directors shall be able to, as provided for by applicable law, impose inalienability clauses for the free shares allotted before the termination of the term of the beneficiaries or to fix a minimum amount of registered free shares to be kept until the termination of their term.

The General Meeting fixes the minimum acquisition period after which the allotment of free shares to their beneficiaries becomes definitive to a duration of two years as from the allotment date by the Board of Directors. The General Meeting also fixes the minimum conservation period of the shares by the beneficiaries to two years as from the definitive allotment of shares, it being specified that for the allotted shares for which the minimal acquisition period is four years, the maximum conservation period may be waived so that such shares may be freely transferable as from their definitive allotment.

In case of disability of the beneficiary corresponding to the second and third categories classification pursuant to Article L. 341-4 of the French Social Security Code, the definitive allotment of the shares shall occur immediately, and in the case of death of the beneficiary, his/her heirs shall be entitled to ask for the definitive allotment of shares within six months from the death, the shares thereby becoming immediately transferrable.

This delegation bears express waiver of the preferential subscription right of the shareholders to these ordinary shares and securities which would be issued pursuant to the present resolution.

The General Meeting delegates all powers to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, all powers to implement the present authorization, within the limits and under the conditions set out above, with the aim to:

- determine the categories of beneficiaries of the allotment(s);
- determine the duration of the acquisition period and the duration of the conservation period applicable to the allotment;
- decide the performance conditions and criteria of the allotment(s);
- decide the amount of the allotment(s), the dates and conditions of each allotment, the date, even retroactive, as from which the issued shares shall bear enjoyment rights;
- adjust, where applicable, during the acquisition period, the number of shares linked to potential operations on the share capital of the Company in order to preserve the rights of the beneficiaries ;
- acknowledge the completion of each capital increase up to the amount of the shares which will be effectively subscribed, proceed with all relating formalities and amend the articles of association of the Company accordingly;
- on its own decisions, after each capital increase, charge on the related premium, if applicable, all costs, duties, taxes and fees and deduct from the premium the necessary sums to allocate in provision of the statutory reserve of 10% of the new share capital of the Company;
- and, in general, take all measures necessary for the completion of the capital increase as provided for by legal and regulatory provisions.

This delegation shall be valid for a duration of thirty eight (38) months as from this general meeting.

**Fifth resolution** (*Change of company name – amendment of article 3 (Company’s Name) of the articles of association*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having acknowledged the report from the Board of Directors, decides to amend the company’s name to “**AtoS**”.

Consequently, article 3 of the articles of association shall be drafted as such:

**“Article 3 – COMPANY’S NAME**

*The Company’s name is: “AtoS”. ”*

*In all acts and other documents issued by the Company, the company’s name will be preceded or followed by the words “société anonyme” (corporation) or the abbreviation “S.A.” and indication of the Company’s capital.”*

**Sixth resolution** (*Amendment of article 10 (Statutory statement of thresholds exceeding) of the articles of association*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having acknowledged the report from the Board of Directors, decides to amend the first paragraph of Article 10 of the articles of association of the Company to fix the delay of declaration of statutory threshold exceeding to four (4) market opening days.

Consequently, the first paragraph of article 10 of the articles of association shall be drafted as such:

*“In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or concertedly, manages to hold, directly or indirectly, a number of shares representing a proportion of the capital or voting rights greater than or equal to two percent, and then in all multiples of one percent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital or voting rights of the Company that it possesses, by registered letter with return receipt requested sent to the Registered Office, at the latest four market opening days as of the exceeding of the relevant threshold(s)”.*

The rest of article 10 remains unchanged.

**Seventh resolution** (*Amendment of Article 28 (Common rules to all shareholders' meetings) of the articles of association*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having acknowledged the report from the Board of Directors, decides to amend the fifth paragraph of Article 28 of the articles of association of the Company in order to ensure its compliance with Article L. 225-106 of the French Commercial Code, to allow for a third party to represent a shareholder during the general meetings of the Company.

Consequently, the fifth paragraph of Article 28 of the articles of association shall be drafted as such:

*“All shareholders may be represented by their spouses, by another shareholder, or by a partner with whom a civil solidarity pact was concluded. They may be represented by any other physical or legal person of their choice. The proxy must present proof of this delegation”.*

The rest of Article 28 remains unchanged.

***Ordinary issues:***

**Eighth resolution** (*Appointment of Dr. Roland Emil Busch as member of the Board of Directors*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having acknowledged the report from the Board of Directors, appoints, subject to the realization of the contribution pursuant to the first resolution, Dr. Roland Emil Busch as member of the Board of Directors for a duration of three (3) years until the end of the General Meeting deciding on the accounts for the year 2013.

**Ninth resolution** (*Powers*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications and formalities which may be necessary.

## **4 . COMPOSITION OF THE BOARD OF DIRECTORS**

<b>Name</b>	<b>Nationality</b>	<b>Age</b>	<b>Date of appointment</b>	<b>Committee member</b>	<b>Terms of offices (*)</b>	<b>Number of shares held</b>
<b>René Abate</b>	<b>French</b>	<b>62</b>	<b>2009</b>		<b>2011</b>	<b>1 000</b>
<b>Nicolas Bazire</b>	<b>French</b>	<b>53</b>	<b>2009</b>	<b>N&amp;R</b>	<b>2011</b>	<b>1 000</b>
<b>Jean-Paul Béchat</b>	<b>French</b>	<b>68</b>	<b>2009</b>	<b>A</b>	<b>2011</b>	<b>1 000</b>
<b>Thierry Breton</b>	<b>French</b>	<b>55</b>	<b>2009</b>		<b>2011</b>	<b>5 000</b>
<b>Ms. Jean Fleming</b>	<b>British</b>	<b>41</b>	<b>2009</b>		<b>2011</b>	<b>640</b>
<b>Bertrand Meunier</b>	<b>French</b>	<b>54</b>	<b>2009</b>	<b>N&amp;R</b>	<b>2011</b>	<b>1 000</b>
<b>Ms. Aminata Niane</b>	<b>Senegalese</b>	<b>54</b>	<b>2010</b>		<b>2012</b>	<b>1 000</b>
<b>Michel Paris</b>	<b>French</b>	<b>53</b>	<b>2009</b>	<b>A</b>	<b>2011</b>	<b>1 000</b>
<b>Pasquale Pistorio</b>	<b>Italian</b>	<b>74</b>	<b>2009</b>	<b>A</b>	<b>2011</b>	<b>1 000</b>
<b>Vernon Sankey</b>	<b>British</b>	<b>61</b>	<b>2009</b>	<b>A</b>	<b>2011</b>	<b>1 000</b>
<b>Lionel Zinsou-Derlin</b>	<b>French and Beninese</b>	<b>56</b>	<b>2010</b>		<b>2011</b>	<b>1 000</b>
<b><u>Censor</u></b>						
<b>Ms. Colette Neuville</b>	<b>French</b>	<b>73</b>	<b>2011</b>		<b>2011</b>	<b>500</b>

A : Audit Committee

N&R : Nomination and Remuneration Committee

(\*) Annual General Meeting deciding on the accounts of the year

## **5. INFORMATION ON THE APPLICATION FOR MEMBERSHIP OF THE BOARD OF DIRECTORS**

### **Roland BUSCH**

Date of birth: November 22<sup>nd</sup>, 1964

Nationality: German

#### **▪ Background :**

Baccalaureate

Studied physics at the Friedrich Alexander University in Erlangen-Nuremberg, Germany and at the University of Grenoble, France

Doctorate from the Friedrich Alexander University, Germany

#### **▪ Other positions :**

- Member of the Managing Board of Siemens AG
- CEO Sector Infrastructure & Cities, Siemens
- CEO Cluster Asia-Pacific, Siemens

#### **▪ Positions held during the last five years:**

- March 2005: President and CEO of Siemens VDO Automotive Asia Pacific Co. Ltd., China
- December 2007: Head of Mass Transit Division, Transportation Systems Group (TS)
- Mai 2008: Head of Corporate Strategies, Corporate Development Department of Siemens

#### **▪ Number of Atos Origin shares owned: 0**

## **6. COMPANY FINANCIAL SUMMARY FOR THE LAST FIVE YEARS**

(in EUR million)	31 December 2010	31 December 2009	31 December 2008	31 December 2007	31 December 2006
<b>I - COMMON STOCK AT PERIOD END</b>					
Common stock	69,9	69,7	69,7	69,7	68,9
Number of shares outstanding	69.914.077	69,720,462	69,717,453	69,710,154	68,880,965
Maximum number of shares that may be created by:					
* conversion of convertible bonds	0,0	0,0	0,0	0,0	0,0
* exercise of stock subscription options	9.477.800	10,310,776	7,153,540	5,982,272	6,445,741
<b>II - INCOME FOR THE PERIOD</b>					
Revenue.	42,1	42,4	44,8	44,8	43,9
Net income before tax. employee profit-sharing and incentive schemes. Depreciation. amortisation and provisions	9,3	91,1	89,1	-48,4	115,2
Corporate income tax	12,9	11,2	12,0	7,8	17,0
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	69,7	38,3	38,3	-58,9	14,9
Dividend distribution	35,0	0,0	0,0	27,9	0,0
<b>III - PER SHARE DATA (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation. Amortization and provisions	0,32	1,47	1,45	-0,58	1,92
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	1,00	1,85	0,55	-0,84	0,21
Dividend per share	-0,50	0,0	0,0	-0,4	0,0
<b>IV - EMPLOYEES</b>					
Average number of employees during the period	0	0,0	0,0	0,0	0,0
Total payroll for the period	0	0,0	0,0	0,0	0,0
Employee social security and welfare payments	0	0,0	0,0	0,0	0,0



## **7. ACTIVITY REPORT OF THE COMPANY**

The description of the activities of the Company since the beginning of the current financial year is detailed in the update of the reference document of the Company filed with the AMF on 8 June 2011 under number D.11-0210.A01 and incorporated by reference in the Prospectus attached to the report of the Board of Directors.

The update of the reference document is available on the website of the Company [www.atosorigin.com](http://www.atosorigin.com) in the “Investors” section.

## REQUEST FOR DOCUMENTS

Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> July 2011

*(to be returned to the Société Générale – Service Assemblées – 32 rue du Champ de Tir –  
44312 Nantes Cedex 03)*

I, the undersigned:

NAME:

First name:

Address:

Owner of \_\_\_\_\_ registered shares  
And/or of \_\_\_\_\_ bearer shares,

Of ATOS ORIGIN

acknowledge having received the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> July, 2011 as provided for by article R. 225-81 of the French Commercial Code

request a copy of the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> July, 2011 as provided for by article R. 225-83 of the French Commercial Code (including the Prospectus approved by the AMF under number 11-210 on 8 June 2011 attached to the Report of the Board of Directors to the General Meeting).

At \_\_\_\_\_,  
on \_\_\_\_\_ 2011

**Signature**

\* Pursuant to article R. 225-88 paragraph 3 of the French Commercial Code, the owners of Registered Shares may obtain copies of the documents and information covered by articles R. 225-81 and R. 225-83 of the French Commercial Code for each subsequent General Meeting by making a single request. In the event that the shareholder wants to benefit from this option, he or she should mention this fact on this form.